



RECORDATION NO. 9236-A FILED 1425
APR 21 1993 10:55 AM

One James Center
Richmond, Virginia 23219
Telephone: (804) 782-1593

LOUIS G. RECHER
Assistant General Counsel

INTERSTATE COMMERCE COMMISSION

April 15, 1993

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

3-110A001

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of April 1, 1993, executed by Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement, dated as of January 1, 1978, between Bethlehem Steel Corporation and General Motors Corporation (Electro-Motive Division) and Seaboard Coast Line Railroad Company and Louisville and Nashville Railroad Company for "Clinchfield Railroad Company", predecessors to CSXT. The Conditional Sale Agreement was filed with the Interstate Commerce Commission on February 13, 1978, and assigned Recordation No. 9236.

The names and addresses of the parties are as follows:

Agent: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza, G Level
Baltimore, Maryland 21201

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

LGR/dlf

Copy - John C. Eccleston

APR 21 1993
17:21
C 50 100
100 100



One James Center
Richmond, Virginia 23219
Telephone: (804) 782-1593

LOUIS G. RECHER
Assistant General Counsel

April 15, 1993

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of April 1, 1993, executed by Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement, dated as of January 1, 1978, between Bethlehem Steel Corporation and General Motors Corporation (Electro-Motive Division) and Seaboard Coast Line Railroad Company and Louisville and Nashville Railroad Company for "Clinchfield Railroad Company", predecessors to CSXT. The Conditional Sale Agreement was filed with the Interstate Commerce Commission on February 13, 1978, and assigned Recordation No. 9236.

The names and addresses of the parties are as follows:

Agent: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza, G Level
Baltimore, Maryland 21201

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Louis G. Recher'.

LGR/dlf

Copy - John C. Eccleston

Interstate Commerce Commission
Washington, D.C. 20423

4/21/93

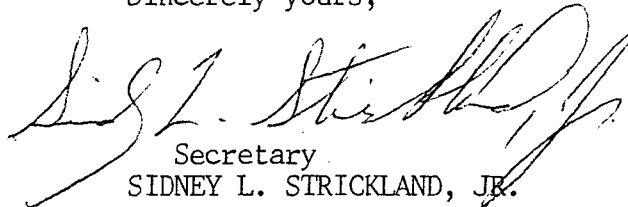
OFFICE OF THE SECRETARY

Louis G. Recher
Assistant General Counsel
CSX Corp.
One James Center
Richmond, VA. 23219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **4/21/93** at **10:55am**, and assigned
recordation number(s). **9236-A**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

272.16

RECORDATION NO. 9236-A FILED 1425

APR 21 1993 10:55 AM

Counterpart No. 4
Of 4 Counterparts

RELEASE ~~AND~~ INTERSTATE COMMERCE COMMISSION
SATISFACTION AND BILL OF SALE
CLINCHFIELD RAILROAD COMPANY CONDITIONAL SALE
AGREEMENT DATED AS OF JANUARY 1, 1978

KNOW ALL MEN BY THESE PRESENTS that Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement dated as of January 1, 1978, between Bethlehem Steel Corporation and General Motors Corporation (Electro-Motive Division) and Seaboard Coast Line Railroad Company and Louisville and Nashville Railroad Company for "Clinchfield Railroad Company", hereby certifies that all of the \$8,533,688.94 Conditional Sale Indebtedness, with interest thereon at the rate of 8 1/2% per annum, has been fully paid or payment provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

Mercantile-Safe Deposit and Trust Company does hereby declare said Conditional Sale Agreement dated as of January 1, 1978 to be satisfied and canceled and does consent that the same be discharged of record, and further Mercantile-Safe Deposit and Trust Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (Successor by merger to "Clinchfield Railroad Company") all of its right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by Mercantile-Safe Deposit and Trust Company.

IN WITNESS WHEREOF, Mercantile-Safe Deposit and Trust Company has caused these presents to be executed in its name by one of its Vice President thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Corporate Trust Officer as of this 15 day of April 1993.

ATTEST:

Mercantile-Safe Deposit and Trust Company,
as Agent


Robert D. Brown

By:

Samuel A. Quinn
Vice President

(2)

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 1ST day of April 1993, before me personally appeared VERNON CONWAY, to me personally known, who, being by me duly sworn, says he is a Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michael A. Hall
Notary Public

My Commission Expires 9/25 1994

RSBSCRR1